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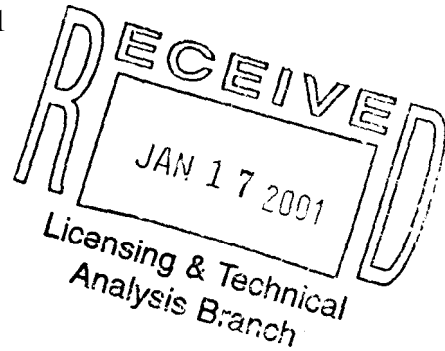
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January 15, 2001

BY FEDERAL EXPRESS

Federal Communications Commission
1270 Fairfield Road
Gettysburg, Pennsylvania 17325



Re: GWNS Acquisition Sub, Inc
File Nos. 0000273609 and 0000273582

Dear Sir or Madam:

In connection with the above-referenced assignment applications, we have enclosed a Form 602 Ownership Report for GWNS Acquisition Sub, Inc. We have included an extra copy of the Form 602 and would appreciate if you would date-stamp the copy and return it to us in the enclosed stamped, self-addressed envelope.

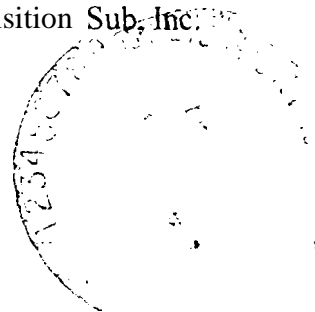
If you have any questions regarding the enclosed Form 602 filing, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "Thomas F. Bardo".

Thomas F. Bardo
Counsel for GWNS Acquisition Sub, Inc.

TFB:kdd
Enclosures



Applicant/Licensee Information

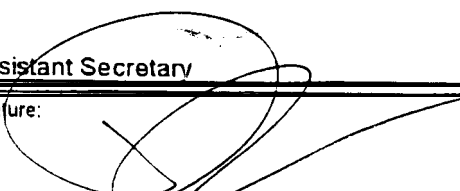
1) First Name (If Individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):			
GWNS Acquisition Sub, Inc.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
William	E	Niles	Esq
Title:			
Assistant Secretary			
Signature:			Date:
			1-11-01

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Liberty Livewire Corporation		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 520 Broadway, Fifth Floor			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n). (C) (refer to instructions for list of codes):		7) Percent of interest held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): S		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business	IIc) TIN	IId) Percent of Interest Held:
Catalina Transmission Corp.	television programming production and distribution	unavailable	100%
Video Services Corporation	video production, engineering and distribution		100%
Livewire Network Services, LLC	satellite distribution of television programming		*

• Liberty Livewire Corporation, through a subsidiary, controls Livewire Network Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Liberty Media Corporation			r's TIN:
4) Disclosable Interest Holder's Address: 9197 South Peoria Street, Englewood, Colorado 80112			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 86%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): S		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The applicant listed in Item 2, GWNS Acquisition Sub, Inc., is a wholly-owned subsidiary of Liberty Livewire Corporation. Liberty Media Corporation holds a majority interest in Liberty Livewire.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary).	IIb) Principal Business	IIc) TIN	IId) Percent of Interest Held
Teligent, Inc. 8065 Leesburg Pike Vienna, Virginia 22182	wireless telecommunications		36%
ICG Communications, Inc. 161 Inverness Drive West Englewood, Colorado 80112	telecommunications		24%
IDT Corp. 190 Main Street Hackensack, New Jersey 07601	telecommunications		10%
Liberty Digital, Inc. 1100 Glendon Ave., Suite 2000 Los Angeles, CA 90624	interactive entertainment		92%
Emmis Communications Corp. 40 Monument Circle, Suite 700 Indianapolis, Indiana 46204	broadcast radio and television; publishing		12%
Liberty Livewire Corporation 520 Broadway, 5th Floor Santa Monica, California 90401	audio/video services and interactive television		86%
Telemundo Communications Group 2290 West 8th Avenue Hialeah, Florida 33010	broadcast television		39.93%
Liberty Satellite 8 Technology, Inc. 8085 South Chester Street, Suite 300 Englewood, Colorado 80111	satellite communications		21%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual).	MI	Last Name:	Suffix
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): •	IIb) Principal Business	IIc) TIN	IId) Percent of Interest Held
Sprint PCS Group 2330 Shawnee Mission Parkway Westwood, Kansas	telephone communications		See •
Discovery Communications, Inc. 7700 Wisconsin Avenue Bethesda, Maryland 20814	cable television programming		49%
Gemstar-TVGuide International, Inc. 135 North Los Robles Avenue, Suite 800 Pasadena, California 91101	television programming guides and services		21%
USA Networks, Inc. 152 West 57th Street New York, New York 10019	television broadcasting and cable television programming		See ***
Liberty Cablevision of Puerto Rico, Inc. Luquillo Industrial Park, Rd. 992, Km 0.2 Luquillo, Puerto Rico 00773	cable headends		100%

- Subsidiaries of the listed entities which hold Commission authorizations are not separately identified.

** Liberty Media holds less than 1% of voting stock and securities which are exercisable for or convertible into a 24% share of Sprint PCS.

*** 2 1% (assuming conversion or exchange of certain securities).

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business	IIc) TIN	II d) Percent of Interest Held
See Exhibit 1			

EXHIBIT 1

Liberty Media Corporation (“Liberty”) is a member of the Liberty Media Group (“LMG”), which is a tracking stock group of AT&T Corp. (“AT&T”).¹ LMG consists principally of the assets and businesses of Liberty and its subsidiaries, as well as certain other subsidiaries of AT&T. LMG was established in March of 1999 in connection with AT&T’s acquisition of Tele-Communications Inc. (“TCI”). Although AT&T owns 100 percent of the stock of each member within LMG, LMG is operated by separate management groups of boards of directors and executive officers.² In fact, a majority of the members of Liberty’s board and executive officers are persons who held such positions prior to AT&T’s acquisition of TCI and who are not otherwise employees of AT&T.³ In addition, the current term of office of this majority of the directors of Liberty extends until 2006 (and such directors are not removable by AT&T prior to such time, except for cause). AT&T and LMG have also instituted various additional measures to facilitate the operational independence of Liberty.⁴ Finally, in Section II of Appendix B to it Memorandum Opinion and

¹ A “tracking stock” is a security that has been used by certain diversified entities and generally reflects the businesses or assets of a separate group or business segment of the issuer. The tracking stock in this case is a series of common stock of AT&T. The business or asset that is tracked by the stock often is referred to as a “group,” and in this case that group is LMG.

² Liberty’s management prior to Liberty’s merger with AT&T continues to manage the businesses and affairs of LMG, and additional mechanisms are in place to facilitate the operational independence of LMG from AT&T.

³ Liberty’s Chairman of the Board, Dr. John Malone, is also a member of AT&T’s board of directors.

⁴ Such other factors include the following: (1) Liberty’s board of directors manages the company’s businesses; (2) inter-group liabilities and obligations are limited by contract; and (3) pursuant to contract LMG may compete with AT&T’s cable television, telephone, and Internet

Order in CS Docket No. 99-25 1, FCC 00-202 (rel. June 6, 2000), the Commission required certain additional “safeguards relating to video programming” with respect to AT&T’s relationship with Liberty. Among other things, the members of Liberty’s Board who had been appointed by AT&T were replaced by individuals who are not directors, officers or employees of AT&T and were approved by the Cable Services Bureau. Such directors are permitted to communicate with AT&T only “regarding matters of waste of corporate assets, mismanagement, or fraud.”

On November 15, 2000, AT&T announced that its Board of Directors had voted to spin-off LMG as an independent, publicly-traded company.

businesses and has no obligation to share its financial resources or corporate opportunities with such businesses.